

Astoria Golf and Country Club

Constitution and By-laws

1924

ASTORIA, OREGON

OFFICERS:

PRESIDENT.....C. W. HALDERMAN
VICE PRESIDENT.....GEO. W. SANBORN
TREASURER.....ASTORIA SAVINGS BANK
SECRETARY.....LOUIS SCHAIRER
Astoria National Bank, Astoria, Oregon

DIRECTORS:

C. W. HALDERMAN MORTON NELSON
ROGER PINNEO R. R. BARTLETT
G. W. UTZINGER JOE ROMAN
E. M. CHERRY G. C. FULTON
G. W. SANBORN

STANDING COMMITTEES:

Finance:

G. C. FULTON A. C. FULTON
FRANK PATTON A. VAN DUSEN
G. W. SANBORN W. C. TREMBLAY

Greens:

A. S. ROBINSON
J. L. HOPE
S. W. LOVELL

House:

By-Laws

OF

ASTORIA GOLF AND COUNTRY CLUB

OF

ASTORIA, OREGON

ARTICLE I.

Regular Membership

Section 1. The ownership, management and control of the club shall be and is hereby vested in the regular members.

Section 2. "Regular members" are hereby declared to be

(a) charter members, that is, those who originally subscribed for membership in the organization, and who shall have paid in full the membership fee when due, and shall have acquired and hold a certificate of membership, or shall be of right entitled to such, as hereinafter provided.

(b) All other male members who shall hereafter acquire regular membership herein, and shall be entitled to or shall hold in his own name a membership certificate as hereinafter provided.

Section 3. Regular membership shall be hereafter acquired in the following manner:

(a) Subscribers to membership certificates, who shall pay the membership fee hereinafter mentioned, and no certificate shall be issued until payment in full shall have been made.

(b) Until the limit of two hundred (200) is reached, subscriptions for membership certificates

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meeting called for that purpose, by the affirmative vote of six of the directors. Notice of amendments proposed must be posted on the bulletin board of the Club House for ten days prior to the date of the meeting at which the amendments are to be considered.

No such amendments shall be effective until ratified by a majority vote at the annual meeting of the Club or at any special meeting called for the purpose of considering the amendments; and notice shall be given all regular members by mail of any meeting of the Club at which the question of ratifying amendments to the by-laws are to be considered.

No change in the by-laws which shall increase the number of regular membership or which shall diminish the proportionate interest of regular members in the Club shall be effective unless ratified by a two-thirds vote of the members present and voting at the meeting of the Club at which the amendments are considered.

ARTICLE XX.

General Rules.

FIRST: No paper, notice, placard, picture or other thing written or printed shall be put up in the Club House without the permission of the House Committee.

SECOND: No dogs are to be admitted to the Club House, grounds, tennis court, or links.

THIRD: No horses, automobiles, or bicycles are to be allowed on the grounds except in such places thereon as may be designated by the Greens Committee.

FOURTH: Under no circumstances shall members or visitors give any gratuity to any employee of the Club. Should services of the employees outside

their prescribed duties be required, arrangements may be made with the appropriate committee, and a charge will be made to the member and the employee properly compensated. The strict enforcement of this rule is essential to the proper management of the Club.

FIFTH: All requests and complaints shall be made in writing, addressed to the Secretary of the Club, and he shall submit them to the next meeting of the directors. In no case shall a servant of the Club be reprimanded directly by a member.

SIXTH: Shoes bearing nails or metal of any kind on the soles are strictly prohibited in the Club House, as well as on the greens on the Golf Course.

SEVENTH: No children under 12 years of age, unaccompanied by an adult, will be admitted to the Club House or grounds. Children under 12 years of age, unaccompanied by an adult, must not be left in the Club House, nor permitted upon the grounds.

EIGHTH: All players are earnestly requested to refrain from laying clubs on putting green—do not stick hole flag into the green but lay same down carefully.

NINTH: Do not under any circumstances play ball on putting green with club other than putter—should ball while in play come to rest on green other than one played for, ball MUST be removed and may be placed—but not nearer the objective hole.

TENTH: Members shall promptly notify the Secretary of any change of address.

A. Turf cut or displaced MUST be at once replaced and pressed down with the foot.

Dated A. D. 19.....

ASTORIA GOLF AND COUNTRY CLUB,

By
President.

(SEAL)

By
Secretary.

Section 5. Transfer of membership certificates may be made in the following manner:

(a) Any regular member who desires to discontinue his membership in the Club shall present his resignation in writing to the Board, and upon acceptance thereof by the Board, the obligation to pay dues under these by-laws shall terminate. In case of death, the obligation to pay dues shall end as of the time of death. At any time of acceptance of resignation, or upon notification of death, as the case may be, the Board shall fix the price at which such membership shall be sold. The price so fixed shall represent the Board's judgment as to what the membership certificate is then fairly worth and such price shall not be less than \$275.00

(b) The membership certificate shall then be offered for sale at the price so fixed, to an applicant who has been duly elected to membership in the manner hereinafter provided. Provided, no such certificate shall be sold or transferred, until the regular membership of the Club shall be at least 150, and then only as hereinafter mentioned. If at the time there is a waiting list of such applicants, the certificate shall be offered to such applicant or applicants as shall be determined by the Board of Directors.

(c) Upon acquisition of the certificate, and upon registry of the change of ownership with the Secre-

tary of the Club, and upon payment of the transfer fee herein provided for, the purchaser shall become a regular member of the Club.

(d) No change of ownership shall be registered by the Secretary while there remains unpaid any indebtedness due from the holder, nor until there shall have been paid by the seller to the Club a transfer fee in an amount to be fixed from time to time by the Board; but such transfer fee in no event shall be greater than 25% of the membership fee than fixed.

Section 6. The foregoing provisions of Section 5 of this Article shall not apply to the transfer of a membership certificate to a son or son-in-law of the holder of the certificate, nor to the transfer of a membership under the terms of the will of a deceased member. Such transfer may be made at any time upon request of the holder or upon the probate of the will of a member, as the case maybe, and without the payment of a transfer fee, provided that all indebtedness from the holder to the Club is paid and provided that the transferee is eligible for and is elected to membership by the Board under these by-laws.

ARTICLE II.

Associate Membership.

Section 1. In addition to the regular members, there shall be a class of members to be known as "Associate Members." Such members shall be entitled to the privileges of the Club and grounds, upon the terms and subject to the limitations prescribed by these by-laws, but shall not have the right to vote at meetings of the Club, nor to hold office (except that of captain) or participate in the management of the Club's affairs, except that they may serve on standing or special committees. The class of associate membership shall include the following:

- (a) Non-residents.
- (b) Army and Navy.
- (c) Temporary.
- (d) Honorary.
- (e) Women Members.
- (f) Wives of Members.
- (g) Junior Members.

Section 2. Non-resident members shall consist of men and women, twenty-one years of age or over, residing outside of Clatsop County, Oregon. The number of non-resident members shall be left to the discretion of the Directors.

Section 3. Army and Navy members shall consist of officers of the Army and Navy of the United States, of the Coast Survey, Coast Guard, and Scientific Corps, and their respective wives. The number of such members shall be left to the discretion of the Directors.

Section 4. Temporary members shall consist of men or women, temporarily residing in Clatsop County, Oregon (not persons on vacations or summer residents) over twenty-one years of age. Temporary cards of membership shall be issued to such members, in such form as the Directors may determine, PROVIDED, that such membership shall not continue for a period exceeding ninety (90) days, unless extended by the Board of Directors.

Section 5. Honorary members shall consist of men or women, who on account of his or her distinguished service to the Club, or on account of their standing of peculiar honor or achievement in the community, shall be entitled, in the judgment of the Directors, to this distinction. Their number shall not exceed five.

Section 6. Women members shall include women twenty-one years of age or over, who shall acquire

Associate membership in this association, the number to be fixed and determined by the Board of Directors, from time to time. The widow of any deceased regular member or Associate non-resident member, when not otherwise disposed of by will, may have transferred to her her husband's Certificate of membership, upon application therefor, to be approved by the Board of Directors, upon payment of all the indebtedness of the original holder, in which event, she shall become an Associate woman member, or she may upon application become a woman member, even though the number of women members may be thereby increased above the number then fixed.

There shall be issued to each woman member (not non-resident member) an Associate Certificate of Membership in substantially the same form as specified in Section 4, Article I, of these by-laws, excepting it shall be entitled "Associate Certificate of Membership in the Astoria Golf and Country Club," and it shall be certified therein, that such member is an Associate woman member, and as such is entitled to all the rights and privileges as such Associate member conferred by and subject to the by-laws of the Club. Such Associate woman members shall have the same rights and privileges reserved and granted regular members under the provisions of Sections 5 and 6, of Article I, of these by-laws.

Section 7. Junior members shall consist of boys and girls between the ages of ten and twenty, both inclusive, divided into classes as follows:

CLASS 1. Boys and girls who are members of the household of a man or woman member.

CLASS 2. Boys and girls who are not members of the household of a man or woman member.

The number of such junior members shall be left to the discretion of the directors.

Junior members (boys only) who reach the age of twenty-one and who have held junior membership for not less than two years prior, shall, at their option, be placed at the head of any waiting list of applicants for regular membership, and shall have the first opportunity to acquire a membership certificate.

Section 8. MEMBERS' WIVES AND FAMILIES. (a) The wives, the unmarried daughters, the unmarried minor sons, and the widowed mothers of the regular, non-resident, army and navy, and temporary members, and the unmarried daughters and unmarried minor sons of the women members shall be entitled to all the privileges of the Club House and grounds, excepting playing golf, without the payment of any membership fees or dues.

(b) The wives of the regular members shall have all the rights and privileges of an associate member, excepting only the right to play golf on the golf grounds.

(c) The wives and adult daughters of the regular, as well as the wives and daughters of the non-resident, army and navy and temporary members, and the widowed mothers and unmarried adult daughters of women members shall be entitled, upon application to the Board of Directors, and certificate therefrom, and payment of the dues hereinafter mentioned, to the privilege of playing golf on the golf grounds,

All dues, excepting as to wives, daughters and widowed mothers of temporary members, must be subscribed for and paid for at least one year, and each applicant in his or her application shall obligate himself or herself to pay the dues for at least one year from date of issuance of certificate.

ARTICLE III.

Election of Members.

Section 1. All applications for membership shall

be signed by the applicant, by the member proposing him, and by at least one other member seconding such application. Both the member proposing the application and the one seconding it must be personally acquainted with the applicant. It shall further be the duty of the proposing member to introduce the applicant to at least three directors, if the applicant is not already so acquainted. The application shall state the applicant's name, profession or occupation, and residence. It shall be presented to the Board of Directors through the Secretary, who shall also post the name of the applicant, together with his proposer and seconder, and the date of the presentation of the application, in the Club House in a conspicuous place to be designated by the Board of Directors for that purpose. No action on the application shall be taken by the Board until at least fifteen days after the applicant's name has been posted. The application shall remain so posted until final action thereon has been taken by the Board.

Section 2. The proposer and seconder of the candidate shall each write a letter of recommendation, addressed to the Secretary, giving the name and place of residence of the candidate, and such statement of his or her qualifications as may be necessary, for the information of the Board of Directors. These letters shall be read at the meeting of the Board at which the candidate's name is acted on.

Section 3. Every applicant for election as a junior shall, with his or her application, file with the Secretary of the Club, a writing signed by the applicant's parent or guardian, which writing shall state the name and residence of the applicant, the desire of the parent or guardian that the applicant shall become a junior of the Club, and the promise or undertaking of the parent or guardian to pay all dues of the applicant as a junior and all indebtedness to the Club which the applicant as a junior may incur.

No person shall be elected as a junior until a writing has been filed in pursuance of this article.

Section 4. At least six directors shall be present and vote at any meeting of the directors at which a candidate for membership is to be balloted for and two negative votes shall exclude. No candidate rejected shall be proposed again until the expiration of six months after date of rejection.

Section 5. Regular members only shall have the privilege of proposing or seconding the application for membership. No member of the Board of Directors shall propose or second an application for membership.

ARTICLE IV.

Government and Officers

Section 1. The management of the Club shall be vested in a Board of nine of its regular members to be known as the Board of Directors, which shall include the following officers:

President, Vice-President and Secretary-Treasurer.

A list of the Board of Directors, of the officers, and of the members of all committees shall be conspicuously posted in the Club House.

Section 2. The Board of Directors shall have the entire management of the business of the Club. Four members of the Board of Directors shall constitute a quorum at any meeting, except for change in the by-laws or election of members, or for the suspension or expulsion of a member, when six members shall be required to constitute a quorum. It shall require the affirmative vote of not less than six directors to change the by-laws or to elect a member, or to suspend or expel a member. The directors shall have power to fill for unexpired terms vacancies occurring in their body or among the officers of the Club.

Section 3. Of the nine directors elected for the year 1923, four shall serve for a two-year term, and five for a one-year term, to be determined by lot. In each subsequent year, there shall be five new directors elected and of the five so elected each year, four shall serve for two years, and one for one year; the one and two-year terms to be determined by lot.

In the event that successors are not elected, the existing Board shall serve until their successors are elected and qualified.

Section 4. As soon as the Board of Directors is elected and qualified, they shall meet and choose one of their members as President, one as Vice-President, and one as Secretary-Treasurer.

ARTICLE V.

Powers and Duties of Officers.

Section 1. It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors to call all meetings of the Club or of the Board of Directors provided for in the by-laws; to appoint all standing committees provided for by the by-laws, to sign, together with the Secretary, on behalf of the Club, all contracts, bonds and other written instruments approved by the Board of Directors; shall exercise a general supervision over its affairs and shall, at the annual meeting, make a report of the accounts and general concerns of the Club during the previous year, with such estimates and recommendations for the ensuing year as he shall deem proper.

Section 2. In the absence of the President, his duties shall devolve upon the Vice-President.

Section 3. The Secretary-Treasurer shall keep an accurate record of the proceedings of the Club and of the directors; shall have the custody of the books,

papers, documents, articles of incorporation, seal and accounts of the Club, shall attend to the official correspondence of the Club and of the Board of Directors; shall sign, together with the President on behalf of the Club, all deeds, contracts, bonds and other written instruments approved by the Board of Directors.

All checks of the Club shall be signed by the Secretary-Treasurer, or by an Assistant Secretary, and shall be countersigned by the President or Vice-President; and the Secretary-Treasurer shall perform such other duties as ordinarily belong to the office of Secretary-Treasurer.

Section 4. The Secretary-Treasurer shall not be held responsible for the acts of others in dealing with the funds of the Club, nor be responsible for the safety of the bank or banks designated by the Board of Directors.

Section 5. For the purpose of aiding the Secretary in the performance of his duties, the Board of Directors may employ an Assistant Secretary, at such salary as they may deem proper, and he shall hold office during their pleasure. Such assistant Secretary shall be required to furnish a bond for the faithful discharge of his duties whenever required to do so by the directors.

ARTICLE VI.

Committees.

Section 1. There shall be six or more standing committees, consisting of:

House Committee,
Greens Committee,
Finance Committee,
Handicap Committee,
Caddy Committee,
Tennis Committee,

and such other committees as the directors may from time to time establish.

Each committee shall consist of three members to be appointed by the President to hold office at his pleasure. Committees may consist of three directors, or two directors and one resident member, or may consist of three active members.

Section 2. The House Committee, subject to the approval of the directors, shall have charge over the Club House and all structures connected therewith, including pontoons and other structures on the lake. It is empowered to make any necessary purchases for ordinary operating expenses, to regulate the price for which all articles shall be sold in the Club House, to make rates for the ballroom and other special features of the Club, to receive and consider complaints, to engage and discharge all servants employed in the Club House and buildings belonging to the Club, and to have a general supervision over the same, and to adopt rules for the government of the house.

Section 3. The Greens Committee, subject to the approval of the directors, shall have control of the links and all grounds of the Club (except the tennis courts) and shall see that they are kept in proper condition. It shall superintend improvements and alterations of the links, engage and discharge servants employed thereon, establish the boundaries of the links, and shall make such local rules as are not inconsistent with the rulings of the U. S. G. Association; shall be the arbiters of any controversy that may arise concerning these rules, and its decision shall be final.

Section 4. The Handicap Committee shall have charge of all tournaments that may take place on the grounds and shall determine all handicaps. The Handicap Committee shall also appoint, subject to the approval of the Board of Directors, a Men's

Captain and a Women's Captain, whose duties shall be to select their respective teams to represent the Club in all matches, and shall have charge of all arrangements pertaining to these matches.

Section 5. The Finance Committee shall have supervisory control of all fiscal matters. It shall be their duty to prepare as early as practicable in the fiscal year for which they are appointed a budget to govern the control of expenditures during the year for the acceptance or rejection of the Board.

Section 6. The Caddy Committee shall have supervisory control over the hiring, management, compensation, and regulation of caddies; and in co-operation with the Greens Committee shall supervise the work of the Caddy Master or of any assistant, professional or instructor who may be placed in charge of the caddies.

ARTICLE VII.

Membership, Entrance Fees and Dues.

Section 1. The amount of entrance fee to be charged of a temporary member and Army and Navy Men and Women shall be and is hereby vested in the Board of Directors to fix and determine from time to time in their discretion.

Section 2. (1) The membership for each regular and woman member of this association who shall acquire such membership prior to June 1, 1924, shall be \$200.00, plus a sum equal to \$5.00 per month in advance for each month beginning August 1, 1923, to and inclusive of the month he or she shall be elected to such membership.

(2) The membership fee for each non-resident man or woman, who shall acquire membership herein shall be \$50.00, and the dues \$3.00 per month in advance, or \$3.50 per month if paid monthly.

(3) The membership fee of each Junior member, Class 2, who shall be duly elected to membership herein, shall be \$50.00, and the dues \$2.00 per month in advance. This to include use of golf course and green fees. Upon reaching majority such Junior member, Class 2, upon application for regular membership herein and election thereto by the Board of Directors, shall be entitled to apply the \$50.00 entrance fee paid for his or her Junior membership herein, on the regular membership.

(4) On and after November 1, 1924, the membership fees in this organization (other than non-residents) shall be as follows:

- (1) Regular member\$275.00
- (2) Woman member 275.00

Section 4. The dues of members, other than non-residents, are to be paid monthly and in advance and until otherwise fixed by the members at a general or special meeting thereof, shall be as follows:

- Regular Members.....\$5.00 per month in advance.
- Women Members\$5.00 per month in advance.
- Non-resident Members, \$3.50 per month in advance, or \$36.00 per annum in advance.
- Army and Navy Members \$10.00 per month in advance.
- Wives and daughters of Army and Navy members (if golf course is used) \$5.00 per month in advance.
- Temporary Members....\$10.00 per month in advance.
- Wives or Husbands of Regular or Women Members, or the immediate members of his or her family (not adult male members over 21 years of age, except as hereinafter provided) for Golf Course privileges, each\$12.00 per annum in advance.
- Adult sons of Regular or Woman Members supported by either, and whilst attending any

educational institute.....\$15.00 per annum in advance.

- Wives, and minor sons and daughters, or husbands, minor sons and daughters of non-resident members,\$7.50 per annum in advance.
- Adult daughters of members of the immediate family\$12.00 per annum in advance.
- Adult daughters of non-resident members of immediate family.....\$7.50 per annum in advance.
- Green fees, non-members.....\$1.00 per day in advance.

Section 5. Assessment may be made by the regular members of this association at any general, or at any special meeting of the Club called for such purpose against all regular, women and non-resident members, in such sum as may be determined by a majority vote of the members, voting, once, and not oftener in any year, when in their judgment it is necessary to do so, in order to meet a deficit or provide a fund for contemplated repairs or improvements in the Club House, or grounds, or either thereof, or to provide furniture for the Club House.

Section 6. Regular members and women members residing in Clatsop County, who shall be absent therefrom for more than six months without intention of changing residence, may, upon request, be placed on an absent membership list and during the period of such absence the dues payable shall be one-half the dues herein fixed for such members.

Section 7. Any non-resident member, upon becoming an actual resident of Clatsop County, shall be held as of course to have resigned his membership in this Club, together with all the rights and privileges thereof. Such member, however, shall have the right to a regular or woman membership in this Club, upon application therefor to the Board of Directors, and approval by such Board, upon payment to the Club of a sum equal to the difference

between the membership fee by him or her paid, upon his or her election as a non-resident member and the regular membership fee, and all indebtedness, if any, of such member of the Club, and shall thereupon be entitled to receive a certificate of membership accordingly as provided by these by-laws. Such member shall thereafter be required to pay the regular monthly dues required of such members.

ARTICLE VIII.

Visitors.

Section 1. Any person residing within Clatsop County may, on the invitation of a member of the Club, upon securing a privilege card, have the use of the links upon payment of regulation greens fee, but once only in any one month.

The green fee to be paid shall be fixed by the Greens Committee, subject to the approval of the Board of Directors.

Any member (excepting junior or temporary members) may introduce as a visitor, a person residing outside Clatsop County, for one day, except by order of the Greens Committee or chairman thereof not to exceed ten days, by entering the visitor's name, and residence, together with his own name, in the visitor's register, but the same person shall not be introduced by the same member oftener than once in any calendar month, excepting by order of the Greens Committee or chairman thereof; PROVIDED, that any such visitor using the links shall pay the regulation greens fee, and provided further that the member introducing any visitor shall be personally responsible for all greens fees and other indebtedness to the Club incurred by the visitor. A visitor's card may be issued to such visitor in accordance herewith by the Greens Committee or chairman thereof, for such time as may be deemed proper, not exceeding ten days.

Section 2. The House Committee shall also have discretionary power on its own motion, or by request of any member, to grant cards of invitation to non-residents, for such periods, not exceeding ten days, and at such times as they may deem proper. Such invitee to have the privileges of the Club house and grounds. If golf links used, green fee must be paid before used.

Section 3. Any member introducing a non-resident as aforesaid shall be responsible for the payment of any indebtedness to the Club contracted by him.

Section 4. The Board of Directors shall have the right at such time and times and for such periods as they may, in their judgment, deem advisable, not exceeding ten days, to open the Club House and grounds and golf links, or either thereof, to the general public, or for a special purpose or organization, with or without fee or charge, and may also, in their discretion, allow the use of the Club House and grounds, or either thereof, for the holding of tournaments by other like associations, and on such terms and conditions deemed advisable, not, however, to the exclusion of the members from the Club House or grounds.

ARTICLE IX.

Payment of Indebtedness.

Section 1. The Secretary-Treasurer within the first five days of each month shall mail to each member a statement giving the amount of the member's indebtedness to the Club. Indebtedness for dues shall be stated separately from service items and other charges.

Section 2. The Secretary-Treasurer shall not later than the fifteenth of the month send notice to any member who shall not have paid his dues or other

indebtedness, calling his attention to the default, and notifying him that his name will be posted on the bulletin board on the twentieth of the month unless the indebtedness is paid before that time.

Section 3. The name of any member who shall fail to pay his indebtedness to the Club on or before the twentieth day of the month following that in which the indebtedness has been incurred, shall be posted on the bulletin board with the amount of such indebtedness and at the time of such posting, the Secretary-Treasurer shall mail a notice to the member, advising such member that his name has been posted and requesting immediate payment of the indebtedness.

Section 4. If any member shall at any time become indebted to the Club in the sum of \$10.00 or over, the Board, in its discretion, may suspend further credit to such member until the indebtedness has been paid. Immediate notice of any such credit suspension shall be given to the member.

ARTICLE X.

Expulsion of Members.

Section 1. Any member who shall fail to pay any indebtedness due the Club within thirty days after posting and the mailing of notice prescribed by Section 3 of the next preceding article of these by-laws, shall thereupon cease to be a member of the Club; except that the Board for good cause shown and upon payment of the full amount due the Club may, by the affirmative vote of six directors, restore such member to membership.

Section 2. The Board of Directors shall have power by the affirmative vote of at least six directors to expel a member and to forfeit the membership of any member for any conduct on his or her part which in their opinion is likely to injure the welfare or

character of the Club, or for any conduct in violation of the by-laws, or established rules of the Club, and the Board of Directors shall be the sole judge of what conduct is likely to injure the welfare or character of the Club and what constitutes a violation of the by-laws or established rules of the Club.

No member shall be thus expelled without opportunity to be heard. The question of expelling a member may be considered at any regular, or special meeting of the Board and five days' notice to the offending member of the time and place of the meeting shall be given by mail.

Any member expelled by action of the Board may appeal from its decision to the next annual meeting of the Club or to a special meeting of the Club; and the President shall call a special meeting to pass on such appeal at the request of the offending member if such request is made within thirty days from the date of the Board's action. If at the meeting of the Club the action of the Board shall not be sustained by a majority vote of those present and voting, the member shall be restored to his membership upon payment of dues from the date of his expulsion, and any other indebtedness due the Club. Voting at such meeting shall be by ballot.

Section 3. Upon termination of the membership of a regular member for failure to pay indebtedness or by expulsion, the Board shall at once determine the value of the member's certificate and shall thereupon effect a sale thereof to an applicant for regular membership as in the case of the transfer of a membership certificate of a resigned member. Upon such sale, after deducting all indebtedness due the Club and the transfer fee provided for by the by-laws, the proceeds shall be paid over to the former holder of the certificate.

If such former holder shall fail to surrender the certificate so sold for cancellation, the Secretary-

Treasurer shall nevertheless cancel the certificate on the registry of the Club and thereupon all rights of th holder shall terminate and a substitute certificate shall be issued to the purchaser.

Section 4. The Board of Directors shall have the power by affirmative vote of six directors to suspend for a period of thirty days or less, any member who has been guilty of any conduct prejudicial to the harmony, welfare, or good order of the Club, or which is in violation of its by-laws or rules.

No member shall be thus expelled without opportunity to be heard. The question of expelling a member may be considered at any regular or special meeting of the Board, and five days' notice to the offending member of the time and place of the meeting shall be given by mail.

ARTICLE XI.

Annual Meeting.

The annual meeting of the Club shall be held at the hour of 7:30 o'clock P. M. of the evening of the third Wednesday in May of each year hereafter, at such place in the Club House or in Astoria, Oregon, as the Board of Directors may designate. Fifteen regular members in good standing shall constitute a quorum for the transaction of any business, and regular members only shall have the right to vote. The order of business shall be as follows:

- Reading of minutes of last annual meeting.
- Secretary-Treasurer's report.
- President's report.
- Amendment to By-laws.
- Miscellaneous business.
- Election of officers.

ARTICLE XII.

Special Meetings.

A special meeting may be called by the President at any time in his discretion, also, by order of the Board of Directors; also, may be called on the written request of any fifteen regular members in good standing. Notice of a special meeting, stating the object of such meeting, shall be given by the Secretary by posting same on the bulletin board of the Club House, ten days prior to the day on which said meeting is to be held. At such special meeting no business shall be transacted other than that mentioned in the call. Fifteen regular members in good standing shall constitute a quorum, and only regular members in good standing shall have the right to vote. If the Secretary shall, within five days after request, fail to give notice of or call such meeting, then such meeting may be called and noticed by the fifteen members making the request, or by the President, or any person by order of the Board.

ARTICLE XIII.

Nomination of Officers.

Section 1. The Board of Directors shall, at least thirty (30) days prior to the date of the annual meeting, elect by ballot a nominating committee of five regular members, who shall be regular members of the Club in good standing. The nominating committee shall elect its own chairman and shall have power to fill vacancies in its own body. The nominating committee shall nominate five or more regular members as candidates for directors, and shall, not later than 15 days prior to the date of the annual meeting, post on the bulletin board of the Club the names of the five or more candidates so nominated by it. Any five regular members of the Club may nominate five or less candidates for directors by posting, over their signatures, the names of

such candidates on the Club bulletin board at least ten days prior to the annual meeting. No other names except those posted on the bulletin board as herein provided shall be presented for election.

Section 2. Voting for directors at the annual meeting of the Club shall be by ballot cast in person. The Secretary shall provide ballots on which shall be arranged in alphabetical order, without designation of the manner of nomination, the names of all candidates nominated and posted, as provided in Section 1 of this Article. If more than five candidates be nominated, voters shall place a cross opposite the names of the candidates voted for. The vote shall be counted by three tellers appointed by the officer presiding at the annual meeting and the five candidates receiving the highest vote shall be declared elected.

ARTICLE XIV.

Auditing Bills.

All bills against the Club shall be approved by the committee on whose account they are incurred, before payment by the Treasurer.

ARTICLE XV.

Auditing Committee.

There shall be an Auditing Committee consisting of three regular members of the Club outside of the Board of Directors, who shall be appointed by the President, with the approval of the said Board at any regular meeting of the Board. It shall be the duty of said committee to examine and audit all the books, vouchers and accounts of the Club, or to cause the same to be done by such expert accountant as they may appoint, and they shall submit their report, or the report of such expert accountant, to

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